## **EXHIBIT V**

## 09-50026-mg Doc 11856-6 Filed 06/20/12 Entered 06/20/12 15:50:11 Exhibit V - Relevant Transcript Excerpts from the Deposition of Didric Cederholm Pg 2 of 11

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1
         - HIGHLY CONFIDENTIAL - DIDRIC CEDERHOLM -
2
      IN THE UNITED STATES BANKRUPTCY COURT
3
      FOR THE SOUTHERN DISTRICT OF NEW YORK
      _____ X
 4
5
      In Re:
                                   )
6
      MOTORS LIQUIDATION COMPANY, ) Chapter 11
7
      et al., f/k/a General Motors ) CASE NO.
      Corporation, et al.,
                                  ) 09-50026 (REG)
8
9
                                  ) (Jointly Administered)
                   Debtors.
10
11
      ----- X
      DATE: March 15, 2012
12
13
      TIME: 10:00 a.m.
14
                  HIGHLY CONFIDENTIAL DEPOSITION OF
15
16
      DIDRIC CEDERHOLM, held at the offices of Dickstein
17
      Shapiro, 1633 Broadway, New York, New York,
      pursuant to Agreement, before Hope Menaker, a
18
19
      Shorthand Reporter and Notary Public of the State
20
      of New York.
21
22
23
24
25
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           - HIGHLY CONFIDENTIAL - DIDRIC CEDERHOLM -
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- HIGHLY CONFIDENTIAL - DIDRIC CEDERHOLM -1 2 DIDRIC CEDERHOLM, called as a 3 witness, having been duly sworn on March 15, 2012, by a Notary Public, was 4 5 examined and testified as follows: 40 West 59th Street 6 7 New York, NY 10019 8 (Business) 9 10 EXAMINATION BY MR. FISHER: 11 Good morning, Mr. Cederholm. Q. 12 Α. Good morning. My name is Eric Fisher, and I'm with 13 Ο. 14 the law firm of Dickstein Shapiro and we represent 15 the GUC Trust in this proceeding. 16 I'm going to be asking you a number of questions today. If you don't understand a 17 question, please let me know and I'll be happy to 18 19 rephrase. Okay? 20 Α. Yes. 21 And if you want to take a break --Q. 22 (Whereupon, a brief discussion was 23 held off record.) 24 MR. FISHER: So let's go back on the record. Good morning, Arthur. 25

- HIGHLY CONFIDENTIAL - DIDRIC CEDERHOLM -1 2 Before it had to be. Α. 3 0. And was it ready at 4:00 a.m.? Are you asking me when all the sig 4 Α. 5 pages were on the table? No. Did Elliott sign the final 6 7 version of the lockup agreement? 8 Α. Yes, we did. 9 Well, my question is just, if you 0. 10 know, when did that lockup agreement reach its 11 final form? 12 MR. FINGER: Objection to form and 13 foundation. 14 We signed our signature page I Α. 15 believe in the evening of that Sunday. And that 16 signature page was given to Greenberg Traurig to be held in trust until the document was 17 effectively agreed upon by the parties. 18 19 And it's really the last part of your 20 answer that I'm asking about, which is when was 21 the document effectively agreed upon? 22 So, effectively, in substance, my Α. 23 view was that it was agreed upon when Todd 24 Chandler walked into the room and said we had an 25 agreement. That was about 4:00. Then there was a

- HIGHLY CONFIDENTIAL - DIDRIC CEDERHOLM -1 2 delay until they were able to actually get 3 sign-off from other parties who weren't in the room, but still needed to opine because of how 4 5 this bankruptcy evolved and because of all the parties that -- that were involved. 6 7 And that occurred -- you know, that 8 had occurred when we were allowed to walk in and 9 confirm that the signature pages of all the 10 parties relevant were on the table in that room. 11 It was light out. We stayed there all night. It was early morning and it was before -- when I said 12 13 before it had to be, it was before GM filed for 14 bankruptcy. 15 What time? 0. 16 Α. GM filed for bankruptcy sometime before 8:00 a.m. I believe. I think I walked into 17 18 that room somewhere between 6:00 and 7:15, but 19 recall our sig page had been released way before I 20 walked into that room. We walked into that room 21 when the Canadian minister had effectively blessed 22 the deal and others whom I did not take part in 23 those discussions. 24 Who released your signature page? Q. 25 Α. That would be Bruce I believe.

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1
          - HIGHLY CONFIDENTIAL - DIDRIC CEDERHOLM -
 2
                ACKNOWLEDGEMENT
 3
      STATE OF NEW YORK
 4
 5
                             ) ss.
 6
      COUNTY OF NEW YORK )
 7
           I, DIDRIC CEDERHOLM, hereby certify that I
 8
 9
      have read the transcript of my testimony taken
10
      under oath in my deposition of March 15, 2012;
11
      that the transcript is a true, complete and
12
      correct record of my testimony, and that the
13
      answers on the record as given by me are true and
14
      correct.
15
16
                     DIDRIC CEDERHOLM
17
18
      Subscribed and sworn
      to before me on this the
      _____, day of _____, 2012.
19
20
21
                     Notary Public, State of New York
2.2
                     My commission expires:
23
24
25
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1	- HIGHLY CONFIDENTIAL - DIDRIC CEDERHOLM -
2	CERTIFICATE
3	STATE OF NEW YORK )
4	) ss.
5	COUNTY OF NEW YORK )
6	
7	I, HOPE LYNN MENAKER, a Notary Public within
8	and for the State of New York, do hereby certify:
9	That DIDRIC CEDERHOLM, the witness whose
10	deposition is hereinbefore set forth, was duly
11	sworn by me and that such deposition is a true
12	record of the testimony given by the witness.
13	I certify that neither DIDRIC CEDERHOLM nor
14	counsel for Mr. CEDERHOLM requested to review the
15	transcript to make changes to form or substance.
16	I further certify that I am not related to
17	any of the parties to this action by blood or
18	marriage, and that I am in no way interested in
19	the outcome of this matter.
20	IN WITNESS WHEREOF, I have hereunto
21	set my hand this 19th day of March, 2012.
22	
23	
24	HOPE LYNN MENAKER
25	

1	- HIGHLY	CONFIDENTIAL	- DIDRIC	CEDERHOLM	_
2		IND	EΧ		
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